

CITY OF FAIRFIELD

RESOLUTION NO. 2017 - 278

**RESOLUTION OF THE CITY COUNCIL OF THE CITY OF FAIRFIELD APPROVING
TWO-MONTH EXTENSIONS TO THE AGREEMENTS FOR GOLF COURSE
OPERATIONS**

WHEREAS, the CITY owns certain properties commonly referred to as the Paradise Valley Golf Course and the Rancho Solano Golf Course (together, the "Golf Courses"); and

WHEREAS, the CITY contracts for operations at the Golf Courses pursuant to that certain Management Agreement by and between the CITY and Kemper Sports Management, Inc., dated as of January 1, 2008 (the "Kemper Management Agreement"); and

WHEREAS, the CITY contracts for food and beverage services at the Golf Courses pursuant to that certain Lease and Management Agreement for Restaurant Operations, by and between the CITY and Sports Restaurant of Fairfield, Inc. and Sports Restaurant of Rancho Solano, Inc., dated as of January 1, 2009 (the "SRI Management Agreement"); and

WHEREAS, the Kemper Management Agreement and the SRI Management Agreement terminate on December 31, 2017; and

WHEREAS, the CITY wishes to extend the terms of the Kemper Management Agreement and the SRI Management Agreement until February 28, 2018.

NOW, THEREFORE, THE COUNCIL OF THE CITY OF FAIRFIELD HEREBY RESOLVES:

Section 1. The Fourth Amendment to the Management Agreement for the Operation and Maintenance of Golf Courses and Facilities (the "Fourth Amendment to Kemper Management Agreement") is hereby approved.

Section 2. The Third Amendment to Lease and Management Agreement for Restaurant Operations (the "Third Amendment to SRI Management Agreement") is hereby approved.

Section 3. The City Manager is authorized and directed to execute the Third Amendment to SRI Management Agreement, substantially in the form attached hereto as Exhibit A, and to execute the Fourth Amendment to Kemper Management Agreement, substantially in the form attached hereto as Exhibit B, and to do all things necessary and proper to implement this Resolution, the Third Amendment to SRI Management Agreement and the Fourth Amendment to Kemper Management Agreement.

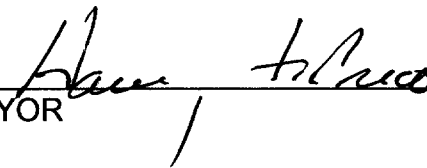
PASSED AND ADOPTED this 19th day of December, 2017, by the following vote:

AYES: COUNCILMEMBERS: PRICE/TIMM/BERTANI/MOY/VACCARO

NOES: COUNCILMEMBERS: NONE

ABSENT: COUNCILMEMBERS: NONE

ABSTAIN: COUNCILMEMBERS: NONE


MAYOR

ATTEST:


CITY CLERK
pw

Exhibit A

THIRD AMENDMENT TO LEASE AND MANAGEMENT AGREEMENT FOR RESTAURANT OPERATIONS

This THIRD AMENDMENT TO LEASE AND MANAGEMENT AGREEMENT FOR RESTAURANT OPERATIONS (the "Third Amendment"), dated as of December 1, 2017, is between the CITY OF FAIRFIELD, a municipal corporation (the "City"), and SPORTS RESTAURANT OF FAIRFIELD, INC ("SRI") and SPORTS RESTAURANT OF RANCHO SOLANO, INC. ("SRR") each a California corporation (collectively, SRF and SRR are referred to hereinafter as "LESSEE").

RECITALS

- A. CITY and LESSEE entered into that certain Lease and Management Agreement for Restaurant Operations dated January 1, 2009 (the "Management Agreement").
- B. The Management Agreement terminates on December 31, 2017.
- C. The City and the LESSEE desire to extend the term of the Management Agreement an additional 2 months, to February 28, 2018, to allow sufficient time to negotiate certain other modifications to the agreement.

AGREEMENT

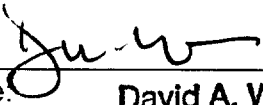
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is acknowledged by both parties, the City and LESSEE agree as follows:

- 1. The term of the Management Agreement is hereby extended until February 28, 2018.
- 2. Except as expressly set forth in this Third Amendment, all of the provisions of the Management Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, each of the parties has caused its authorized representative to execute this Amendment as of the date set forth above.

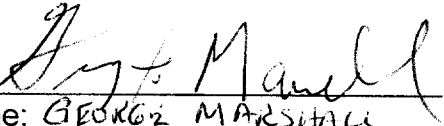
CITY:

CITY OF FAIRFIELD,
a municipal corporation

By: 
Name: David A. White
Its: City Manager

LESSEE:

SPORTS RESTAURANT OF FAIRFIELD, INC.
a California corporation

By: 
Name: GEORGE MARSHALL
Its: PRESIDENT

SPORTS RESTAURANT OF RANCHO
SOLANO, INC., a California corporation

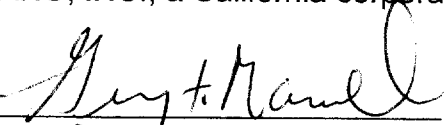
By: 
Name: GEORGE MARSHALL
Its: PRESIDENT

Exhibit B

FOURTH AMENDMENT TO MANAGEMENT AGREEMENT FOR THE OPERATIONS AND MAINTENANCE OF GOLF COURSE AND FACILITIES

This FOURTH AMENDMENT TO MANAGEMENT AGREEMENT FOR THE OPERATIONS AND MAINTENANCE OF GOLF COURSES AND FACILITIES (the "Fourth Amendment"), dated as of December 1, 2017, is between the CITY OF FAIRFIELD, a municipal corporation (the "City"), and KEMPER SPORTS MANAGEMENT, INC., an Illinois corporation ("Operator")

RECITALS

- A. CITY and OPERATOR entered into that certain Management Agreement for the Operations And Maintenance Of Golf Courses And Facilities dated January 1, 2008 (the "Management Agreement").
- B. The City and the OPERATOR desire to extend the term of the Management Agreement an additional 2 months, to February 28, 2018, to allow sufficient time to negotiate certain other modifications to the agreement.

AGREEMENT

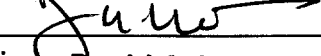
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is acknowledged by both parties, the City and Operator agree as follows:

- 1. The term of the Management Agreement is hereby extended until February 28, 2018.
- 2. Except as expressly set forth in this Fourth Amendment, all of the provisions of the Management Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, each of the parties has caused its authorized representative to execute this Amendment as of the date set forth above.

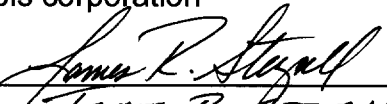
CITY:

CITY OF FAIRFIELD
a municipal corporation

JRS By: 
Name: David A. White
Its: City Manager

OPERATOR:

KEMPER SPORTS MANAGEMENT, INC.
an Illinois corporation

By: 
NAME: JAMES R. BREVALL
Its: EVF, OPS